

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH)	
BENEFITS FUND; PIRELLI ARMSTRONG)	
RETIREE MEDICAL BENEFITS TRUST;)	
TEAMSTERS HEALTH & WELFARE FUND)	
OF PHILADELPHIA AND VICINITY;)	
PHILADELPHIA FEDERATION OF)	
TEACHERS HEALTH AND WELFARE)	
FUND; DISTRICT COUNCIL 37; AFSCME -)	
HEALTH & SECURITY PLAN; JUNE)	
SWAN; BERNARD GORTER, SHELLY)	
CAMPBELL and CONSTANCE JORDAN,)	
)	
Plaintiffs,)	
)	
v.)	
)	
FIRST DATABANK, INC., a Missouri)	
corporation; and McKESSON)	
CORPORATION, a Delaware corporation,)	
)	
Defendants.)	

C.A. No. 1:05-CV-11148-PBS

MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for leave to file under seal the following pleadings and other materials: (1) Plaintiffs' Memorandum in Support of Class Certification of the U&C Class; (2) Plaintiffs' Proffer of Evidence Common to the U&C Class Concerning the Impact of the McKesson Scheme on the Class; (3) Exhibits 1 - 33 to the Declaration of Steve W. Berman in Support of Certification of the U&C Class and Plaintiffs' Proffer of Evidence Common to the U&C Class; and (4) Declaration of Raymond S. Hartman in Support of Certification of the Uninsured Cash Payers Paying U&C.

In addition, the foregoing items include or reference copies of documents and/or excerpts from documents that certain third-parties have identified as "CONFIDENTIAL" or "HIGHLY

CONFIDENTIAL” pursuant to the terms of the April 11, 2006 Protective Order as well as documents and/or excerpts from documents that contain Plaintiffs’ confidential medical information, identified as HIGHLY CONFIDENTIAL pursuant to the Court’s October 11, 2006 protective order. Also, the foregoing items reference information contained in documents designated by certain third-parties as “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.” In addition, the foregoing items not only quote extensively from and/or attach documents that certain third-parties have designated as “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL,” but also they include references to pricing data that third-parties likely believe to be highly proprietary in nature.

Paragraph 14 of the Protective Order mandates that any document or pleading containing material such as that referenced above be filed under seal. Plaintiffs hereby seek to comply with the terms of the Protective Order. Plaintiffs do not agree that these materials should be deemed highly confidential but must comply with the Protective Order.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file the foregoing listed materials under seal.

DATED: April 21, 2008

By /s/ Steve W. Berman
Steve W. Berman
Nicholas Styant-Browne
Barbara A. Mahoney
Hagens Berman Sobol Shapiro LLP
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101
Telephone: (206) 623-7292
Facsimile: (206) 623-0594

Thomas M. Sobol (BBO#471770)
Hagens Berman Sobol Shapiro LLP
One Main Street, 4th Floor
Cambridge, MA 02142
Telephone: (617) 482-3700
Facsimile: (617) 482-3003

Elizabeth Fegan
Hagens Berman Sobol Shapiro LLP
820 North Boulevard, Suite B
Oak Park, IL 60302
Telephone: (708) 776-5600
Facsimile: (708) 776-5601

Jeffrey Kodroff
John Macoretta
Spector, Roseman & Kodroff, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300
Facsimile: (215) 496-6611

Marc H. Edelson
Allan Hoffman
Hoffman & Edelson
45 West Court Street
Doylestown, PA 18901
Telephone: (215) 230-8043
Facsimile: (215) 230-8735

Kenneth A. Wexler
Jennifer Fountain Connolly
The Wexler Firm LLP
55 West Monroe Street, Suite 3300
Chicago, IL 60602
Telephone: (312) 346-2222
Facsimile: (312) 346-0022

George E. Barrett
Edmund L. Carey, Jr.
Barret, Johnston & Parsley
217 Second Avenue, North
Nashville, TN 37201
Telephone: (615) 244-2202
Facsimile: (615) 252-3798

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on April 21, 2008.

/s/ Steve W. Berman
Steve W. Berman

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DISTRICT OF MASSACHUSETTS

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**[PROPOSED] ORDER GRANTING PLAINTIFFS’
MOTION FOR LEAVE TO FILE UNDER SEAL**

THIS MATTER is before the Court on Plaintiffs’ motion for leave to file under seal. The Court, having considered all pleadings in support and in opposition thereto, and being fully advised in the premises, hereby

GRANTS Plaintiffs’ motion for leave to file under seal the following items:

1. Plaintiffs’ Memorandum in Support of Class Certification of the U&C Class;
2. Plaintiffs’ Proffer of Evidence Common to the U&C Class Concerning the Impact of the McKesson Scheme on the Class;
3. Exhibits 1 - 33 to the Declaration of Steve W. Berman in Support of Certification of the U&C Class and Plaintiffs’ Proffer of Evidence Common to the U&C Class; and

4. Declaration of Raymond S. Hartman in Support of Certification of the Uninsured Cash Payers Paying U&C.

IT IS SO ORDERED without prejudice to Plaintiffs right to move to unseal these.

DATED: _____

Hon. Patti B. Saris
United States District Court Judge

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on April 21, 2008.

/s/ Steve W. Berman
Steve W. Berman